

IN THE UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT  
OF GEORGIA  
ATLANTA DIVISION

Chapter 11

Case No.: 17-52865 PMB

In re

A-1 Express Delivery Services, Inc.

Debtor

FILED IN CLERK'S OFFICE  
U.S. BANKRUPTCY COURT  
NORTHERN DISTRICT  
OF GEORGIA  
2017 MAR 13 PM 3:49  
M. REGINA THOMAS  
CLERK  
BY *Andrew Chacon*  
DEPUTY CLERK

**OPPOSITION TO EMERGENCY MOTION (A) FOR  
AUTHORITY TO SELL ASSETS FREE AND CLEAR OF LIENS,  
CLAIMS, AND ENCUMBRANCES (B) TO ASSUME AND  
ASSIGN CERTAIN EXECUTORY CONTRACTS, LEASES AND  
LICENSES AND ESTABLISH CURE COSTS IN CONNECTION  
THEREWITH; (C) TO ESTABLISH PROCEDURES WITH  
RESPECT TO SUCH SALE AND THE ASSUMPTION AND  
ASSIGNMENT OF EXECUTORY CONTRACTS AND LEASES,  
AND (D) TO SHORTEN AND LIMIT NOTICE**

PLEASE TAKE NOTICE ANDREW CHACON and ERICK LOPEZ in their individual and representative capacities as claimants under a pre-petition settlement of class action litigation, represented by the undersigned counsel, and the undersigned counsel for its own part as claimants under the separate provision of legal fees in the aforesaid collection, object on limited bases to (a) the proposed sale of the debtor's assets and (b) the extremely accelerated timetable proposed for the sale.

The debtor has provided creditors essentially none of the information necessary to determine whether the proposed sale is in the interest of the estate or is otherwise lawful and proper.

We respectfully suggest the following information is required, and a period of at least ten business days be furnished from *after* the provision of that information prior to any purchase approval, within such period creditors and other parties in interest can make appropriate motions, if any, and anyone with a higher and better bid would have an opportunity to present the same:

(a) the nature and value of debtor assets, including those to be acquired and those not to be acquired,

(b) the amount and terms of debtor secured debt and any liabilities proposed to be assumed by the purchaser, and whether any deficiency claims will be left to run against the estate

(c) the aggregate amount of its unsecured liabilities proposed to be left behind in the sale beyond the partial information provided in the debtor's Chapter 11 petition,

(d) the revenues and expenses and other relevant financial condition information of the debtor

(e) a description of the sale process used by the debtor or its professionals to identify the buyer and determine that its proposed purchase price was adequate

(f) an analysis of the purchase price which enables its valuation multiples to be determined, with particular attention to the apparent provision that a large majority of the purchase price is allocable to accounts receivable, suggesting little is being paid for the enterprise

(g) a clear statement of what benefits insiders of the debtor may enjoy from the purchase, including relief from guarantor or co-obligor status on any liabilities proposed to be repaid, promise or potential of employment, or otherwise, and

(h) the debtor's reasonable estimate of funds or value to remain within the estate for the satisfaction of post-close administrative costs of this case and for distribution to creditors whose claims are not to be satisfied from the proceeds of the sale

For the Court's information, the objectors have requested the United States Trustee to appoint an Official Committee of Unsecured Creditors for this case, and have agreed to serve upon such Committee if appointed, and believe that such a Committee will be the most effective interlocutor of the debtor on the question of the propriety of the proposed sale

Dated: March 13, 2017

BRADLEY GROMBACHER, LLP

By: 

Marcus J. Bradley, Esq. (SBN: 174156)  
Kiley Lynn Grombacher, Esq. (SBN 245960)  
Attorneys for ANDREW CHACON and  
ERICK LOPEZ  
2815 Townsgate Road, Suite 130  
Thousand Oaks, CA 91361  
Telephone Number: (805) 270-7100  
[mbradley@bradleygrombacher.com](mailto:mbradley@bradleygrombacher.com)  
[kgrombacher@bradleygrombacher.com](mailto:kgrombacher@bradleygrombacher.com)

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OF GEORGIA  
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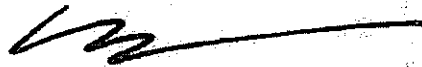
**CERTIFICATE OF SERVICE**

The undersigned, Kiley Grombacher, Esq., of Bradley Grombacher, LLP, 2815 Townsgate Road, Suite 130, Westlake Village, CA 91361, hereby certifies that on this date she served copies of the OPPOSITION TO EMERGENCY MOTION (A) FOR AUTHORITY TO SELL ASSETS FREE AND CLEAR OF LIENS, CLAIMS, AND ENCUMBRANCES (B) TO ASSUME AND ASSIGN CERTAIN EXECUTORY CONTRACTS, LEASES AND LICENSES AND ESTABLISH CURE COSTS IN CONNECTION THEREWITH; (C) TO ESTABLISH PROCEDURES WITH RESPECT TO SUCH SALE AND THE ASSUMPTION AND ASSIGNMENT OF EXECUTORY CONTRACTS AND LEASES, AND (D) TO SHORTEN AND LIMIT NOTICE by depositing same in the United States First Class Mail to the parties listed below:

|   |  |
|---|--|
| Matthew W. Levin, Esq.<br>J. Robert Williamson, Esq.<br>Scroggins & Williamson, P.C.<br>One Riverside<br>4401 Northside Parkway, Suite 450<br>Atlanta, GA 30327 | Lindsay P.S. Kolba, Esq.<br>Office of the U.S. Trustee<br>75 Ted Turner Drive, SW, Suite 362<br>Atlanta, GA 30303                |
| David S. Catuogno, Esq.<br>Daniel M. Eliades, Esq.<br>LeClairRyan, P.C.<br>One Riverfront Plaza<br>1037 Raymond Boulevard, 16th Floor<br>Newark, NJ 07102       | Alan C. Hochheiser, Esq.<br>Maurice Wutscher LLP<br>One Chagrin Highlands<br>2000 Auburn Drive, Suite 200<br>Beechwood, OH 44122 |
| NEXT PAGE   |  |

|   |  |
|---|--|
| Shayna M. Steinfeld, Esq.<br>Steinfeld & Steinfeld<br>P.O. Box 49446<br>Atlanta, GA 30359 | Gregory M. Taube, Esq.<br>Nelson Mullins Riley & Scarborough<br>201 17th Street, NW, Suite 1700<br>Atlanta, GA 30363 |
| Timothy Trump, Esq.<br>Conner & Winters<br>4000 One Williams Center<br>Tulsa, OK 74172    |  |

This 13<sup>th</sup> day of March 2017.



Kiley Grombacher, Esq.  
California State Bar No.: 245960

U. S. BANKRUPTCY COURT / NORTHERN DISTRICT OF GEORGIA / ATLANTA DIVISION

RECEIPT #01237797 (AM) OF 03/13/2017

| ITEM | CODE | CASE  | QUANTITY | AMOUNT    | BY       |
|------|------|---|----------|-----------|----------|
| 1    | PROP | 17-52865                                    | 1        | \$ 181.00 | Check/MO |
|      |      | Judge - Paul M. Baisier                     |          |           |          |
|      |      | Debtor - A-1 EXPRESS DELIVERY SERVICE, INC. |          |           |          |

TOTAL: \$ 181.00

FROM: MLQ Reimbursement Account  
2000 Riveredge Pkwy. NWSuite 885  
Atlanta, GA 30328  
805-270-7100